

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	Chapter 11
SIZMEK INC., <i>et al.</i> , ¹)	Case No. 19-10971 (SMB)
Debtors.)	(Jointly Administered)
)	

**ORDER TO SHOW CAUSE SCHEDULING HEARING ON SHORTENED
NOTICE FOR DEBTORS' MOTION FOR AN ORDER AUTHORIZING AND
APPROVING A PRIVATE SALE OF THE DEBTOR SELLER'S PORTION OF
THE ADSERVER BUSINESS FREE AND CLEAR OF ALL LIENS, CLAIMS,
ENCUMBRANCES, AND OTHER INTERESTS, AND GRANTING RELATED
RELIEF**

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, "Debtors") for entry of an Order authorizing the private sale of the Debtor Seller's Purchased Assets free and clear of all liens, claims, encumbrances, and interests, and granting related relief; and upon the Siddiqui Declaration and the FTI Declaration, and it appearing that consideration of the Motion on an expedited basis is in the best interest of Debtors, their estates, their creditors, their stakeholders, and other parties in interest; and after due deliberation thereon, and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Motion shall be heard at the hearing scheduled for **June 18, 2019, at 10:00 a.m. (Prevailing Eastern Time)** (the "Hearing") before the Honorable Stuart M. Bernstein at the

¹ Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Sizmek Inc. (4624); Sizmek DSP, Inc. (2319); Point Roll, Inc. (3173); Sizmek Technologies, Inc. (6402); Wireless Artist LLC (0302); Wireless Developer, Inc. (9686); X Plus One Solutions, Inc. (8106); and X Plus Two Solutions, LLC (4914). The location of Debtors' service address for purposes of these chapter 11 cases is: 401 Park Avenue South, Fifth Floor, New York, NY 10016.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004, Courtroom 723.

2. Notice of the Hearing on the Motion shall be given by serving a copy of this Order to Show Cause, and to the extent not previously served, the Motion, and the FTI Declaration, via facsimile, email, or over-night delivery, on or before **June 4th, 2019**, on the Notice Parties set forth in the Motion, which service shall constitute good and sufficient notice thereof.

3. Objections to the Motion, if any, must be made no later than **June 15th, 2019, at 10:00 a.m. (Prevailing Eastern Time)**.

4. Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order to Show Cause.

Dated: **June 3rd, 2019**
New York, New York

/s/ STUART M. BERNSTEIN
THE HONORABLE STUART M. BERNSTEIN
UNITED STATES BANKRUPTCY JUDGE

Certificate of Notice Pg 3 of 5
 United States Bankruptcy Court
 Southern District of New York

In re:
 Sizmek Inc.
 Debtor

Case No. 19-10971-smb
 Chapter 11

CERTIFICATE OF NOTICE

District/off: 0208-1

User:
 Form ID: pdf001

Page 1 of 3
 Total Noticed: 45

Date Rcvd: Jun 03, 2019

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Jun 05, 2019.

db +Sizmek Inc., 401 Park Avenue South, 5th Floor, New York, NY 10016-8808
 aty +Garic, Inc., Foster & Wolkind, P.C., 80 Fifth Avenue, Suite 1401, New York, NY 10011,
 UNITED STATES 10011-8097
 aty +Ira Greene, Locke Lord LLP, 200 Vesey Street, New York, NY 10281-1006
 cr +401 Park Avenue South Associates LLC, c/o Stempel Bennett Claman & Hochberg, P,
 675 Third Avenue, 31st Floor, New York, NY 10017-5721
 cr +AppNexus, Inc., c/o Brian J. Lohan, Arnold & Porter Kaye Scholer LLP, 70 W Madison St,
 Suite 4200, Chicago, IL 60602-4230
 cr +BidSwitch Inc., 625 Broadway, 10th Floor, New York, NY 10012-2639
 cr +Clear Channel Outdoor, Inc., Attn.: Travis Powers, Esq., One Newark Center, 10th Floor,
 Newark, NJ 07102, UNITED STATES 07102-5237
 cr Dell Financial Services L.L.C., c/o Streusand Landon Ozburn & Lemmon,
 1801 S. Mopac Expressway, Suite 320, Austin, TX 78746
 intp +Hewlett-Packard Financial Services Inc., Jill B. Bienstock, Esq., Cole Schotz,
 1325 Avenue of the Americas, 19th Fl, New York, NY 10019-6079
 cr +Index Exchange, Inc., 140 Pearl Street, Suite 100, Buffalo, NY 14202-4014
 cr +Mark Grether, Davidoff Hutcher & Citron LLP, 605 Third Avenue, New York, NY 10158-3499
 cr +Oracle America, Inc., Buchalter, a Professional Corporation, c/o Shawn M. Christianson,
 55 2nd St. 17th Fl., San Francisco, Ca 94105-3493
 unk +Stretto, UpShot Services dba JND Corporate Restructuring, 8269 E 23rd Ave, Suite 275,
 Suite 275, Denver, CO 80238-3597
 cna +Stretto Claims Agent, 8269 E. 23rd Avenue, Suite 275, www.stretto.com,
 Denver, CO 80238-3597
 cr Texas Workforce Commission, Courtney J. Hull, c/o Sherri K. Simpson, Paralegal,
 P.O. Box 12948, Austin, TX 78711-2548
 cr +c/o Kay D. Brock Travis County, P.O. Box 1748, Austin, TX 78767-1748
 7536820 +ADVENT SYSTEMS, INC., 435 W FULLERTON, ELMHURST, IL 60126-1404
 7507754 +ARNOLD & PORTER KAYE SCHOLER LLP, Attorneys for AppNexus, Inc., One AT&T Way, Room 3A115,
 Bedminster, New Jersey 07921-2693
 7507745 +ARNOLD & PORTER KAYE SCHOLER LLP, Attorneys for AppNexus, Inc.,
 70 West Madison Street, Suite 4200, Chicago, Illinois 60602-4230
 7527840 +Bailey & Ehrenberg PLLC, Attorneys for Bidswitch, Inc., 1747 Pennsylvania Avenue. N.W.,
 Suite 204, Washington. D.C. 20006-4641
 7512590 +Ballard Spahr LLP, Attorneys for FreeWheel Media, Inc., 919 N. Market Street, 11th Floor,
 Wilmington, DE 19801-3062
 7510474 +Buchalter, a Professional Corporation, Attorneys for Oracle America, Inc.,
 55 2nd St., 17th Fl., San Francisco, CA 94105-3493
 7516630 +COOLEY LLP, Attorneys for the Official Committee, of Unsecured Creditors, 55 Hudson Yards,
 New York, NY 10001-2163
 7533397 Courtney J. Hull, Asst. Attorney Gen., Texas Workforce Commission, P.O. Box 12548,
 Austin, TX 78711-2548
 7515394 +DRINKER BIDDLE & REATH LLP, 600 Campus Drive, Florham Park, New Jersey 07932-1047,
 Robert K. Malone, Esq. 07932-1096
 7512080 DRINKER BIDDLE & REATH LLP, Attorneys for Citigroup Inc.,
 1177 Avenue of the Americas, 41st Floor, New York, New York 10036-2714
 7507234 +Davidoff Hutcher & Citron LLP, Attorneys for Mark Grether, 605 Third Avenue,
 New York, NY 10158-3499
 7506787 +Foster & Wolkind, P.C., 80 Fifth Avenue, Suite 1401, New York, NY 10011-8097
 7506784 +Foster & Wolkind, P.C., Attorneys for Garic, Inc., 80 Fifth Avenue, Suite 1401,
 New York, NY 10011-8002
 7526107 +Fulton County Tax Commissioner, 141 Pryor St Ste 1106, Atlanta, GA 30303-3446
 7540172 +Informatica LLC, c/o Montee Law Firm, APC, 1250-I Newell Ave., Suite 149,
 Walnut Creek, CA 94596-5305
 7526189 +K&L Gates LLP, Attorneys for Clear Channel, Outdoor, Inc., One Newark Center, 10th Floor,
 Newark, NJ 07102-5237
 7518313 +KIRBY AISNER & CURLEY LLP, Attorneys for OpenX Technologies Inc., 700 Post Road, Suite 237,
 Scarsdale, New York 10583-5013
 7513119 +KLEE, TUCHIN, BOGDANOFF & STERN LLP, Attorneys for Cerberus Business, Finance, LLC,
 1999 Avenue of the Stars, 39th Floor, Los Angeles, CA 90067-6049
 7521024 +Kay D. Brock, Assistant County Attorney, Attorney for Travis County, P.O. Box 1748,
 Austin, TX 78767-1748
 7508806 LOCKE LORD LLP, Brookfield Place, 200 Vesey Street, 20th Floor, New York, NY 10281-2101
 7513126 +MURPHY & KING, P.C., Attorneys for 2121 Park, Place Fee Owner CA, LLC,
 150 E. 58th Street, 22nd Floor, New York, NY 10155-0002
 7529783 PACHULSKI STANG ZIEHL & JONES LLP, Attorneys for NFS Leasing, Inc.,
 c/o Richard E. Mikels, Esq., 780 Third Avenue, 34th Floor, New York, New York 10017-2024
 7513599 +SAUL EWING ARNSTEIN & LEHR LLP, Attorneys for Equinix, Inc.,
 1201 N. Market Street, Suite 2300, P.O. Box 1266, Wilmington, DE 19899-1266
 7508798 +Stempel Bennett Claman & Hochberg, P, Attorneys for 401 Park Avenue South, Associates LLC,
 675 Third Avenue, 31st Floor, New York, New York 10017-5721
 7535850 Streusand, Landon, Ozburn & Lemmon, LLP, Attorneys for Dell Financial, Services L.L.C.,
 1801 S. MoPac Expressway, Suite 320, Austin, Texas 78746
 7511153 +TROUTMAN SANDERS LLP, Attorneys for PubMatic Inc., 875 Third Avenue,
 New York, NY 10022-7254

District/off: 0208-1

User:
Form ID: pdf001

Page 2 of 3
Total Noticed: 45

Date Rcvd: Jun 03, 2019

7526209 +White and Williams LLP, Attorneys for Google LLC, 7 Times Square, Suite 2900,
New York, NY 10036-6516

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.
unk +E-mail/Text: mrdiscren@discover.com Jun 03 2019 20:03:54 DFS Services, LLC,
2500 Lake Cook Road, Riverwoods, IL 60015-3851

7515514 +E-mail/Text: jthoman@hodgsonruss.com Jun 03 2019 20:04:08 HODGSON RUSS LLP,
Attorneys for Index Exchange, Inc., 140 Pearl Street, Suite 100,
Buffalo, New York 14202-4014

TOTAL: 2

***** BYPASSED RECIPIENTS (undeliverable, * duplicate) *****

cr 2121 Park Place Fee Owner CA, LLC
cr Cerberus Business Finance, LLC
cr Citigroup Inc.
cr Citigroup Technologies Inc.
unk Cooley LLP, 55 Hudson Yards, New York
cr Equinix, Inc.
intp FreeWheel Media, Inc.
cr Getty Images (US), Inc.
cr Google LLC
cr Internap Corporation
unk Kyle R. Hosmer
intp NFS Leasing, Inc.
crcm Official Committee Of Unsecured Creditors, Cooley LLP, 55 Hudson Yards, New York
cr OpenX Technologies Inc.
fa Provence, Inc., Cooley LLP, 55 Hudson Yards, New York
fa Province, Inc., Cooley LLP, 55 Hudson Yards, New York
cr PubMatic, Inc.
unk Publicis Media, Inc.
unk Starcom MediaVest Group, Inc.
unk Starcom Worldwide, Inc.
intp Zeta Global Holdings Corp.
cr* +Informatica LLC, c/o Montee Law Firm, APC, 1250-I Newell Ave., Suite 149,
Walnut Creek, CA 94596-5305

TOTALS: 21, * 1, ## 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Jun 05, 2019

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on June 3, 2019 at the address(es) listed below:

Amish R. Doshi on behalf of Creditor Oracle America, Inc. amish@doshilegal.com
Brian J. Lohan on behalf of Creditor AppNexus, Inc. brian.lohan@arnoldporter.com,
brian.lohan@arnoldporter.com;edocketscalendar@arnoldporter.com
Casey B. Howard on behalf of Unknown Publicis Media, Inc. choward@lockelord.com
Courtney J Hull on behalf of Creditor Texas Workforce Commission bk-chull@oag.texas.gov,
sherri.simpson@oag.texas.gov
Dale E. Barney on behalf of Creditor Internap Corporation dbarney@gibbonslaw.com
David Fidler on behalf of Creditor Cerberus Business Finance, LLC dfidler@ktbslaw.com
David H. Wander on behalf of Creditor Mark Grether dhw@dhclegal.com
Edmond P. O'Brien on behalf of Creditor 401 Park Avenue South Associates LLC
eobrien@sbchlaw.com
Erica Feynman Aisner on behalf of Creditor OpenX Technologies Inc. eaisner@kacllp.com,
bleonardo@kacllp.com;5730@notices.nextchapterbk.com
Garry M. Gruber on behalf of Creditor Index Exchange, Inc. ggruber@hodgsonruss.com,
swells@hodgsonruss.com;mheftka@hodgsonruss.com;cnapiers@hodgsonruss.com
Gary F. Eisenberg on behalf of Creditor Getty Images (US), Inc. geisenberg@perkinscoie.com,
docketnyc@perkinscoie.com;gary-eisenberg-4193@ecf.pacerpro.com;new-york-docketing-1150@ecf.pacerp
ro.com;nvargas@perkinscoie.com
Ira S. Greene on behalf of Attorney Ira Greene ira.greene@lockelord.com

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User: Form ID: pdf001

Page 3 of 3
Total Noticed: 45

Date Rcvd: Jun 03, 2019

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

James Christopher Vandermark on behalf of Creditor Google LLC vandermarkj@whiteandwilliams.com
Jamila J. Willis on behalf of Interested Party Zeta Global Holdings Corp.
jamila.willis@dlapiper.com, carolyn.fox@dlapiper.com
Jill B. Bienstock on behalf of Interested Party Hewlett-Packard Financial Services Inc.
jbienstock@coleschotz.com, fpisano@coleschotz.com
Jon Travis Powers on behalf of Creditor Clear Channel Outdoor, Inc. travis.powers@klgates.com
Justin R Bernbrock on behalf of Debtor Sizmek Inc. justin.bernbrock@kirkland.com,
Christopher.kochman@kirkland.com;ameneh.bordi@kirkland.com
Kay Diebel Brock on behalf of Creditor c/o Kay D. Brock Travis County bkecf@co.travis.tx.us
Kermit A Rosenberg on behalf of Creditor BidSwitch Inc. krosenberg@becounsel.com
Kevin P. Montee on behalf of Creditor Informatica LLC kmontee@monteefirm.com,
kmontee@monteefirm.com
Louis A. Curcio on behalf of Creditor PubMatic, Inc. louis.curcio@troutmansanders.com,
Alissa.piccione@troutman.com;john.murphy@troutman.com;Andrew.buck@troutman.com
Lucian Murley on behalf of Creditor Equinix, Inc. luke.murley@saul.com,
robyn.warren@saul.com
Matthew G. Summers on behalf of Interested Party FreeWheel Media, Inc.
summersm@ballardspahr.com, lanoc@ballardspahr.com
Paul R. Niehaus on behalf of Creditor 2121 Park Place Fee Owner CA, LLC
paul.niehaus@kirschniehaus.com
Peter B. Foster on behalf of Attorney Garic, Inc. pfoster@foster-wolkind.com
Richard E Mikels on behalf of Interested Party NFS Leasing, Inc. rmikels@pszjlaw.com
Robert K. Malone on behalf of Creditor Citigroup Inc. robert.malone@dbr.com
Sabrina L. Streusand on behalf of Creditor Dell Financial Services L.L.C.
streusand@slollp.com, prentice@slollp.com
Seth Van Aalten on behalf of Creditor Committee Official Committee Of Unsecured Creditors
svanaalten@cooley.com, efiling-notice@ecf.pacerpro.com
Shawn M. Christianson on behalf of Creditor Oracle America, Inc. schristianson@buchalter.com,
cmcintire@buchalter.com
Stephen Hessler on behalf of Debtor Point Roll, Inc. carrie oppenheim@kirkland.com
Steven J. Reisman on behalf of Debtor Sizmek Inc. sreisman@katten.com,
nyc.bknotices@kattenlaw.com
United States Trustee USTPRegion02.NYECF@USDOJ.GOV
Whitman L. Holt on behalf of Creditor Cerberus Business Finance, LLC wholt@ktbslaw.com

TOTAL: 34